

FOR THE DISTRICT OF DELAWARE

JEFFREY M. NORMAN.

Plaintiff,

V.

DAVID W. ELKIN, RICHARD M. SHORIN
and THE ELKIN GROUP, INC.

Defendants,

and

US MOBILCOMM, INC.,

Nominal Defendant.

C.A. No. 06-005-JJF

Jury Trial Demanded

**EXHIBITS TO
DEFENDANTS' SUBMISSION IN COMPLIANCE WITH
COURT ORDER DATED AUGUST 29, 2007**

BLANK ROME LLP

Steven L. Caponi (DE I.D. 3484)

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Attorneys for Defendants

Dated: October 9, 2007

EXHIBIT A

1

2 IN THE UNITED STATES DISTRICT COURT
3 FOR THE DISTRICT OF DELAWARE

4

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5 JEFFREY M. NORMAN,

6 Plaintiff,

7 vs.

8 DAVID W. ELKIN, RICHARD M.

SHORIN and THE ELKIN GROUP,

9 INC.,

10 Defendants.

11 and

12 US MOBILCOMM, INC.,

13 Nominal Defendant.

14

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15

16

17 DEPOSITION OF JEFFREY M. NORMAN

18 New York, New York

19 Friday, December 8, 2006

20

21

22

23

24 Reported by:

LESLIE FAGIN

25 JOB NO.9289

1 J. Norman
 2 the licenses, figure out how to maybe
 3 strategize in terms of aggregate for a
 4 marketing pattern to create value.
 5 Mr. Elkin's responsibilities, as he
 6 relayed to me, as an attorney, he was going
 7 to be able to handle the legal stuff.
 8 Also with his financing background,
 9 that he was going to raise capital for the
 10 project and as his, you know, as an ex-chief
 11 operating officer, he was also going to
 12 handle that responsibility for the company
 13 and that was our basic understanding.
 14 The second piece of that is time --
 15 so it was decided at that point in time,
 16 basically within a month or two, do you want
 17 to work on that project? I said, yes, he
 18 understood I had another business, so I was
 19 allocating time to this project and as time
 20 went on throughout 1993, things evolved in
 21 formulating the industry, I can't recall
 22 whether the options took place then, but, you
 23 know, the plan to aggregate the license with
 24 cities to go after and then by the end of the
 25 year, we started rough discussions about --

1 J. Norman
 2 primarily he did, what type of capital was
 3 going to be needed and as I recall, the first
 4 figure was less than a million dollars when I
 5 signed on board, so it was also understood
 6 that at that particular time, money that we
 7 had put out for the business was going to be
 8 counted towards our capital contribution and
 9 that, I think, is a basis for our -- what was
 10 the basis for our agreement.
 11 Q. I'm going to try to kind of parse
 12 through that. These are sort of the terms or
 13 elements that I heard.
 14 Initially, no agreement about how
 15 much money -- the initial agreement was about
 16 just respective ownership percentages, 75/25?
 17 A. I don't know I would call it an
 18 agreement at that point in time. I would
 19 call it Mr. Elkin's proposal.
 20 Q. I heard from your answer that you
 21 reached an agreement on the 25/75 before you
 22 ever even knew how much money would be
 23 associated with that?
 24 A. Yeah, he might have thrown a figure
 25 out, we will put in half a million dollars.

1 J. Norman
 2 Q. So you had this agreement that you
 3 would co-own USM in the ratio of 75/25,
 4 right?
 5 A. Right.
 6 Q. You had an agreement that the two
 7 of you, I'm not going to try to summarize all
 8 the different skill sets Mr. Elkin has versus
 9 your skill sets, but, essentially, you guys
 10 have an agreement that you would co-operate
 11 USM?
 12 MR. FELICE: Objection as to form.
 13 Q. Based on each of your respective
 14 skill sets?
 15 A. I did operations, but I wasn't --
 16 my job was to secure the licenses.
 17 Q. I'm not trying to use a term of art
 18 here. I'm just talking about you were going
 19 to both run the business?
 20 A. In a loose sense, you could say
 21 that.
 22 Q. And, eventually, there was an
 23 addendum to that agreement or a
 24 supplementation to that agreement where the
 25 amount of necessary capital was settled upon

1 J. Norman
 2 at a million, was that about right?
 3 A. That's right.
 4 Q. Was there any discussions in this
 5 agreement about sort of how long you would
 6 both be obligated to run the business, i.e.,
 7 a year, two, 10?
 8 A. No.
 9 Q. Was there any understanding as to
 10 what would happen if one of you quit running
 11 the business, but the other guy continued
 12 running the business?
 13 A. No.
 14 Q. Was there any discussions about how
 15 long either or both of you could work without
 16 receiving any compensation from the company?
 17 A. Was there any discussions about
 18 that? Potentially, possibly, it seems like
 19 something that might have -- we might have
 20 talked about, but I don't recall any details
 21 of that.
 22 Q. Just so the jury is clear, as far
 23 as the agreement we've just described, there
 24 was no discussion about who was going to get
 25 paid what, nobody was getting paid?

EXHIBIT B

JEFF NORMAN -CAPITAL REDUCTIONS:

SEPT. 94 RENT-NET	C3a	500.00
OCT. RENT- NET	C3b	500.00
SECURITY DEPOSIT Baker McKenzie	C3c	2,500.00
BISHOP CONTRACTING- NY lease	C3d	500.00
GLOBAL MEDIA- NY office	C3e	1,600.00
NOV RENT- Net	C3f	500.00
WIRE TRANSFER OUT 11/3	C3g	7,500.00
SEPT-NOV 1994		13,600.00
DEC RENT- Net	C4a	500.00
WIRE TRANSFER OUT 12/12	C4b	10,000.00
DEC 1994		10,500.00
JAN and FEB 1995 RENT adj	C5	1,000.00

Summary of expense reimbursements to Jeff Norman from USM

Check #	Date	Amount	Description
2030	8/29/1994	604.25	Expense Reimbursement
1032	11/21/1994	150.10	Expense Reimbursement
1036	11/21/1994	121.00	Expense Reimbursement
1085	1/26/1995	540.78	Expense Reimbursement
1143	3/13/1995	600.99	Expense Reimbursement
1175	4/7/1995	1,415.30	Expense Reimbursement 3/12-3/18
1212	5/9/1995	1,252.07	Expense Reimbursement 3/6, 4/23
1324	8/18/1995	207.00	travel 5/1, 6/25, 6/27
1374	10/4/1995	323.88	travel 8/18, 8/30, 9/8
1590	5/1/1996	503.73	travel reimbursement
Total		5,719.10	

CREDIT FOR EXPENSES PAID DIRECTLY BY DAVID ELKIN and ELKIN GROUP - see detail below

Elkin Group	1993	27,682.69
Elkin Group	1994	21,527.80
David Elkin	1994	6,471.82
David Elkin	1995	15,188.60
David Elkin	1996	15,717.69
David Elkin	1997	12,160.28
David Elkin	1998	12,006.46
David Elkin	1999	12,000.00
David Elkin	2000	12,000.00
David Elkin	2001	12,000.00
David Elkin	2002	5,000.00
TOTAL Expenses		151,755.34

ANALYSIS OF EXPENSES PAID BY ELKIN GROUP ON BEHALF OF US MOBILCOMM, INC.

CATEGORY	ELKIN GROUP	
	1993	1994
DUES, SUBSCRIPTIONS	2,846.00	577.62
OFFICE SUPPLIES	2,279.00	229.22
POSTAGE, COURIER	726.83	71.75
MEALS	179.00	118.27
TRAVEL	2,733.00	3,659.59
TELEPHONE AT	4,883.59	4,083.79
LEGAL	3,035.27	5,519.50
EVANS CASE SETTLEMENT	11,000.00	180.50
ADVERTISING		3,000.00
PROFESSIONAL SERVICES		3,984.56
EQUIPMENT- 15% SEA		103.00
TAXES-DEL FRANCHISE USM		
UNIDEN EQUIPMENT 5/13/94 by		
FUHRMAN MATT WIRED \$ 20,000 TO TEXAS COMM		
and RETURNED 10/14 to USM		
	27,682.69	21,527.80

ANALYSIS OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 1994

PAYEE/DESCRIPTION	DATE	MEALS	TRAVEL	POSTAGE	SUPPLIES	HOME OFFICE
CAROLINA' REST RADNOR, PA	3/1/1994	55.00				
PASERELLE & BRAVO RADNOR, PA	3/8/1994	91.00				
THE LOMBARDY- NY HOTEL	3/9/1994		193.44			
AMTRAK, TO NY	3/9/1994		62.00			
BEN BENSON'S- NY	3/10/1994	406.14				
YANGMING REST BRYN MAWR	3/19/1994	27.50				
PASSERELLE & BRAVO	4/2/1994	86.17				
TUSCANA CUCINA RUSTICA REST	4/23/1994	160.00				
NEWARK AIRPORT MARRIOTT	4/29/1994		99.68			
MULLET BAY HOTEL EST ALLOCATE	4/30/1994	300.00	300.00			
LATHAM HOTEL, WASH	6/6/1994		145.80			
ANA HOTEL BISTRO, WASH DC	6/7/1994	19.35				
US POSTAL SERVICE	7/11/1994			37.54		
NEW YORK TRIP-CAB	7/18/1994					
MISC. SUPPLY	8/1/1994			8.50		
US POSTAL SERVICE	8/31/1994				70.76	
PJ CLARKE'S NY	9/3/1994	76.41				
RENUUE REST	9/13/1994	47.00				
NEW YORK TRIP-KOP/BARCLAY	9/19/1994	23.61				
NEW YORK TRIP	9/29/1994					
US POSTAL SERVICE	10/1/1994				29.00	
NEW YORK TRIP-CAB	10/11/1994					
BALTIMORE TOLLS	10/14/1994			4.75		
MICRO CENTER-BACKUP TAPES	11/29/1994			4.50		
Home office (9/94-12/94) @ 1,000/mo	12/31/1994					4,000.00
TOTALS 1994		1,292.18	839.17	137.30	0.00	4,000.00

Grand total 1994

6,471.82

DETAIL OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 1995

<u>PAYEE/DESCRIPTION</u>	<u>DATE</u>	<u>MEALS</u>	<u>TRAVEL</u>	<u>POSTAGE</u>	<u>SUPPLIES</u>	<u>HOME</u> <u>OFFICE</u>
Rick lunch (1995) @ \$7/day	1/1/1995	1,372.00				
New York cab	1/3/1995		11.00			
Phila parking	1/11/1995		8.95			
Sacramento USAIR trip- FF value	1/15/1995		450.00			
Boston cabs	2/2/1995		14.40			
Stone harbor	2/17/1995	27.16				
Hamburger Hamlet wash dc	2/25/1995	32.00				
J Pauls Georgetown, Wash Dc	2/26/1995	48.00				
Country squire, gene parry	2/27/1995	17.79				
Liberty Place, Phila, Jim Maxim	3/1/1995	19.47				
Alamo car rental Ft Lauderdale	3/5/1995		15.00			
Airport Parking	3/15/1995		176.28			
parking	4/1/1995		70.00			
Boston trip cabs and parking	4/19/1995		5.00			
Radio works lunch	5/4/1995	17.89	31.56			
New York trip	6/7/1995		18.50			
Washington meal	6/27/1995	4.40				
Phila parking	7/31/1995		17.00			
MICRO Center- modem	8/28/1995					
NY parking and taxis	8/29/1995		13.00			
Camera Shop- photos of sites	10/3/1995					
Boston Trip- Shepard & Alcom	10/10/1995	8.00	27.00			
Orlando Trip- cabs & tips	10/18/1995		116.00			
Washington DC- METRO	12/5/1995		5.00			
Home office 1995 @ 1,000/mo	12/31/1995		558.00			12,000.00
Business use of automobile @ \$.30/m						
TOTALS		1,546.71	1,536.69	0.00	0.00	12,000.00

Grand total 1995

15,188.60

DETAIL OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 1996

<u>PAYEE/DESCRIPTION</u>	<u>DATE</u>	<u>MEALS</u>	<u>TRAVEL</u>	<u>POSTAGE</u>	<u>SUPPLIES</u>	<u>HOME</u> <u>OFFICE</u>	<u>Business</u> <u>Miles</u>
Rick lunch (1996) @ \$7/day	1/1/1996	1,295.00					50
Washington COMNET cabs parking	1/31/1996		49.50				
Microcenter (software & cable) net	2/3/1996						400
Two trips to NY 2/14 and 2/26	2/26/1996	22.00	105.00				40
California trip 3/6-3/11	3/11/1996	75.00					30
Philadelphia- site 1601 market st	3/25/1996		20.00				20
Dallas trip 4/14- 4/18	4/18/1996	120.00	70.00				30
Quintex office visit	4/24/1996						40
Boston trip 4/30- 5/1	5/1/1996	25.00	65.00				

Providence Trip	5/6/1996	6.00	32.00				40
Washington DC trip- see 3 sites	5/14/1996		6.50				400
Washington DC- meet Susman, Rubin	5/24/1996		6.50				400
Washington DC- Comm Farquhar-FCC	6/12/1996		14.20				50
Washington DC trip- depositions	6/18/1996		12.50				400
New York Trip- Investor meeting	6/20/1996		35.10				200
Baltimore- Glen Cassell	7/1/1996		15.25				200
Philadelphia- Mellon Bank Cntr	7/10/1996		7.50				
Oklahoma City- Warren mediation	7/17/1996						40
Lancaster, PA- Glen & Roger Cassel	8/13/1996						100
Washington DC- depositions of experts	9/5/1996	14.39	156.00				40
New York- mock depo. Segal meeting	9/10/1996		25.00				200
Philadelphia- construct systems, Blum i	9/13/1996						40
Oklahoma City- Warren mediation	9/27/1996		44.00				40
Washington DC- depositions of experts	9/30/1996		34.25				400
Houston TX (Galveston) trial prep	10/10/1996		41.00				40
Oklahoma, OK - (David) trial	10/19/1996	4.05	21.00				80
Oklahoma, OK - trial	10/25/1996		20.00				40
Malvern, PA	11/27/1996						20
Reston, VA and Chantilly, VA	12/10/1996	2.61	5.50				425
Home office (1996) @ 1,000/mo	12/31/1996						3,765
							Total miles
TOTALS		1,564.05	860.80	0.00	0.00	12,000.00	1,167.15
							mileage reimbursement @ \$.31/m
							(20.50)
Grand total 1996							15,717.69

DETAIL OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 1997

PAYEE/DESCRIPTION	DATE	MEALS	TRAVEL	POSTAGE	SUPPLIES	HOME OFFICE	Business Miles
Rick lunch (1997) @ \$7/day	1/1/1997	0.00					80
NJ potential 220 MHz dealers/w Armstr	1/7/1997		3.00				60
PA potential 220 MHz dealers/w Armstr	1/8/1997						100
Allentown 220 MHz dealers/w Armstr	1/10/1997	5.00	2.90				200
Baltimore- Cornel w/ Glen	1/16/1997		3.50				
Newtown Square office supply-overhea	1/23/1997			13.67			
Washington DC/FCC Forum	1/27/1997		11.00				50
Boston/Hartford 220 MHz dealers	2/12/1997		20.65				650
Timonium, MD and Chantilly, VA- Daniel	2/20/1997		5.50				425
Las Vegas Show, 220 meetings, Daniel	4/26/1997						40
Washington DC/AMTA meeting	6/25/1997	11.32	21.50				50
Moorestown, NJ- Securcor	7/15/1997	5.00	2.00				50
Washington DC/dealer meetings	8/12/1997		7.25				425
Cherry NJ/ Lou Veronica	8/13/1997		2.00				50
Metropolitan Exton- deliver radios	9/18/1997						40
Casmar Cafe- Conshohocken	10/16/1997	30.99					20
San Francisco- Thompson, Benbow	11/13/1997		15.00				80
Home office @ 1,000/mo	12/31/1997						Total miles
TOTALS		52.31	94.30	13.67	0.00	12,000.00	2,320
							mileage reimbursement @ \$.315/m
							(74.36)
							less reimbursement 1/97 AE -gas
							(15.00) less reimbursement 2/97 AE-gas
							(81.99) less reimbursement 3/97 AE-gas
							(33.45) less reimbursement 4/97 AE-gas
							(18.00) less reimbursement 5/97 AE-gas
							(35.99) less reimbursement 6/97 AE-gas
							508.00
Grand total 1997							12,160.28

DETAIL OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 1998

<u>PAYEE/DESCRIPTION</u>	<u>DATE</u>	<u>MEALS</u>	<u>TRAVEL</u>	<u>POSTAGE</u>	<u>SUPPLIES</u>	<u>HOME OFFICE</u>	<u>Business Miles</u>
Rick lunch (1998) @ \$7/day	12/31/1998	0.00					
Home office (1998) @ 1,000/mo	12/31/1998					12,000.00	
US Post office- Centennial	1/8/1998			3.23			
TOTALS		0.00	0.00	3.23	0.00	12,000.00	0.00
Grand total 1998							12,006.46

DETAIL OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 1999

<u>PAYEE/DESCRIPTION</u>	<u>DATE</u>	<u>MEALS</u>	<u>TRAVEL</u>	<u>POSTAGE</u>	<u>SUPPLIES</u>	<u>HOME OFFICE</u>	<u>Business Miles</u>
Rick lunch (1999) @ \$7/day	12/31/1999	0.00					
Home office (1999) @ 1,000/mo	12/31/1999					12,000.00	
TOTALS		0.00	0.00	0.00	0.00	12,000.00	0.00
Grand total 1999							12,000.00

DETAIL OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 2000

<u>PAYEE/DESCRIPTION</u>	<u>DATE</u>	<u>MEALS</u>	<u>TRAVEL</u>	<u>POSTAGE</u>	<u>SUPPLIES</u>	<u>HOME OFFICE</u>	<u>Business Miles</u>
Rick lunch (2000) @ \$7/day	12/31/2000	0.00					
Home office (2000) @ 1,000/mo	12/31/2000					12,000.00	
TOTALS		0.00	0.00	0.00	0.00	12,000.00	0.00
Grand total 2000							12,000.00

DETAIL OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 2001

<u>PAYEE/DESCRIPTION</u>	<u>DATE</u>	<u>MEALS</u>	<u>TRAVEL</u>	<u>POSTAGE</u>	<u>SUPPLIES</u>	<u>HOME OFFICE</u>	<u>Business Miles</u>
Rick lunch (2001) @ \$7/day	12/31/2001	0.00					
Home office (2001) @ 1,000/mo	12/31/2001					12,000.00	
TOTALS		0.00	0.00	0.00	0.00	12,000.00	0.00
Grand total 2001							12,000.00

DETAIL OF EXPENSES PAID DIRECTLY BY DAVID ELKIN IN 2002

<u>PAYEE/DESCRIPTION</u>	<u>DATE</u>	<u>MEALS</u>	<u>TRAVEL</u>	<u>POSTAGE</u>	<u>SUPPLIES</u>	<u>HOME OFFICE</u>	<u>Business Miles</u>
Home office (2002) @ 1,000/mo	5/31/2002					5,000.00	
TOTALS		0.00	0.00	0.00	0.00	5,000.00	0.00
Grand total 2002							5,000.00

EXHIBIT C

NORMAN DETAIL

1

**NO TRANSACTION
DETAIL AVAILABLE**

2

REFERENCE TO ADDITIONAL EXHIBITS

1. Exhibit F - Check Registry Reference

<u>Date</u>	<u>Page</u>	<u>Notation</u>
6/2/94	1	C2

2. Exhibit H

3

REFERENCE TO ADDITIONAL EXHIBITS

1. Exhibit F – Check Registry Reference

<u>Date</u>	<u>Page</u>	<u>Notation</u>
10/4/94	2	C3a-e
10/31/94	3	C3f

2. Exhibit E – Money Market Registry Reference

<u>Date</u>	<u>Page</u>	<u>Notation</u>
11/2/94	1	C3g

US MOBILCOMM, INC.
805 BRYN MAWR AVENUE
NEWTOWN SQUARE, PA 19073
TELEPHONE (610) 525-2372

CORESTATES
FIRST PENNSYLVANIA BANK
PHILADELPHIA, PA
3-1/310 N

1001

10/ 4/94

PAY TO THE ORDER OF Baker & McKenzie

****2,500.00

Two Thousand Five Hundred and 00/100*****

DOLLARS

NY SECURITY DEP- JEFF

MEMO

⑈001001⑈ ⑆031000011⑆ 0177⑈5502⑈ 02

MA296

US MOBILCOMM, INC.
805 BRYN MAWR AVENUE
NEWTOWN SQUARE, PA 19073
TELEPHONE (610) 525-2372

CORESTATES
FIRST PENNSYLVANIA BANK
PHILADELPHIA, PA
3-1/310 N

1004

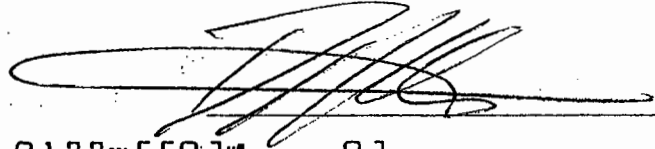
10/ 4/94

PAY TO THE ORDER OF Baker & McKenzie

\$ ****2,500.00

Two Thousand Five Hundred and 00/100***** DOLLARS

MEMO Rent Oct



⑈001004⑈ ⑆031000011⑆ 0177⑈5502⑈ 02

MA295

US MOBILCOMM, INC.
805 BRYN MAWR AVENUE
NEWTOWN SQUARE, PA 19073
TELEPHONE (610) 525-2372

CORESTATES
FIRST PENNSYLVANIA BANK
PHILADELPHIA, PA
3-1/310 N

1005

10/ 4/94

PAY TO THE ORDER OF Baker & McKenzie

****2,500.00

Two Thousand Five Hundred and 00/100*****

DOLLARS

Rent Sept

MEMO

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MA294

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REFERENCE TO ADDITIONAL EXHIBITS

1. Exhibit F - Check Registry Reference

<u>Date</u>	<u>Page</u>	<u>Notation</u>
11/30/94	3	C4a

2. Exhibit E - Money Market Registry Reference

<u>Date</u>	<u>Page</u>	<u>Notation</u>
12/12/94	1	C4b

5

REFERENCE TO ADDITIONAL EXHIBITS

1. Exhibit F – Check Registry Reference

<u>Date</u>	<u>Page</u>	<u>Notation</u>
12/30/94	4	C5
1/31/95	5	C5

2. Exhibit E – Money Market Registry Reference

<u>Date</u>	<u>Page</u>	<u>Notation</u>
1/9/95	1	C5

US MOBILCOMM, INC.
3 RADNOR CORPORATE CENTER, SUITE 233
100 MATSON FORD ROAD
RADNOR, PA 19087
(610) 989-9096

CORESTATES
FIRST PENNSYLVANIA BANK
PHILADELPHIA, PA
3-1/310 N

1064

12/29/94

PAY TO THE ORDER OF **Baker & McKenzie**

TWO THOUSAND FIVE HUNDRED AND 00/100*****

*******2,500.00**

DOLLARS

Rent NY office

MEMO

110041902 201 01 2138 2137
04270237 37537237 012135 04

⑈001084⑈ ⑆031000011⑆ 0177⑈5502⑈ 97 ⑈0000250000⑈

68000013

BAKER & MCKENZIE
207 887 043
CITIBANK, N.A.

02100008

92022581

FRB-PHILADELPHIA*CTY
0310-0004-O
110041902 01-12-95

▲ 0210-0008 ▲

NY IPS (068)

CITIBANK NA

131 8 AVE

NY NY 10011

(012) 003-1217

6612

37937243

04270237 0317 011155

021000089

500520

JA (068) 12/IPS

▲ 0210-0008 ▲

NOV 12 6 50 L

US MOBILCOMM, INC.
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 RADNOR, PA 19087
 (610) 989-9096

CORESTATES
FIRST PENNSYLVANIA BANK
 PHILADELPHIA, PA
 3-1/310 N

1091

1/31/95

PAY TO THE ORDER OF **Baker & McKenzie**

\$ ****2,500.00

Two Thousand Five Hundred and 00/100***** DOLLARS

090176560 201 01 2225 2250

Rent NY Office

MEMO

02254207 37532233 090120555 02

⑈001091⑈ ⑆03100001⑆ 0177⑈5502⑈ 97 ⑈0000250000⑈

